



June 19, 2023

To,
The National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra Kurla Complex
Bandra (E), Mumbai, Maharashtra – 400 051

Script Code: PRITI

Dear Sir(s)/Madam(s)

Sub: Intimation under Regulation 30 of the SEBI (LODR) Regulations, 2015

Dear Sir(s)/Madam(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice seeking approval of the members of the Company on special businesses set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting ("Remote E-Voting") for the following businesses:

Item No 1: Special Resolution: Variation in the objects mentioned in the prospectus dated May 31, 2018, for utilization of issue proceeds

Item No 2: Special Resolution: Re-appointment of Mr. Goverdhan Das Lohiya (DIN: 07787326) as Whole Time Director of the Company

Item No 3: Special Resolution: To advance any Loan, give any Guarantee or to provide any Security to Priti Innovations Private Limited under section 185.

In accordance with the General Circulars No.14/2020 dated 8th April, 2020, and No. 17/2020 dated 13th April, 2020, (including all the amendments and extensions thereto, the latest one being General Circulars No.10/2022 dated 28th December, 2022, and No. 11/2022 dated 28th December, 2022) issued by the Ministry of Corporate Affairs ("MCA Circulars") the Notice indicating, inter alia, the process and manner of remote e-voting, will be sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, 16 June, 2023** ("cut-off date") received from the Depositories and whose e-mail address are registered with the Company / Depositories.



The hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the Remote E-Voting system only.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Remote E-Voting period commences from **9.00 a.m. (IST) on Tuesday, 20 June, 2023** and ends at **5.00 p.m. (IST) on Wednesday, 19 July, 2023**. The e-voting module shall be disabled thereafter. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him, after the completion of the scrutiny of the votes cast electronically. The result of the postal ballot through Remote E-Voting process shall be announced at the Registered Office of the Company, on or before **Friday, 21 July, 2023**. The result along with the Scrutinizer's report would be displayed at the Registered Office of the Company, intimated to NSDL and National Stock Exchange of India Limited displayed on the Company's website www.pritihome.com along with the Scrutinizer's report.

Manner of Registration of Email ID:

- (i) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at cs.pritiinternationaltd@gmail.com or at RTA's e-mail address at investor@bigshareonline.com.
- (ii) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.



Priti International Limited

CIN : L36994RJ2017PLC058454

+291 2435699

g.d.lohiya@gmail.com

https://prithome.com

Plot No. F-43, Basni, 1st Phase, Jodhpur,
Rajasthan - 342005 INDIA



The Remote E-Voting period commences from **9.00 a.m. (IST) on Tuesday, 20 June, 2023** and ends at **5.00 p.m. (IST) on Wednesday, 19 July, 2023**.

This Postal Ballot Notice will also be available on the Company's website at www.pritihome.com, and on the website of NSDL at www.nsdl.com.

This is for your information.

Kindly take this on your record.

Thanking you,

For: **PRITI INTERNATIONAL LIMITED**

RASHI SHRIMAL

Company Secretary and Compliance Officer

M. No. A60070





Priti International Limited

CIN : L36994RJ2017PLC058454

+291 2435699

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<https://pritihome.com>

Plot No. F-43, Basni, 1st Phase, Jodhpur,
Rajasthan - 342005 INDIA



POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars)

Dear Member(s),

NOTICE is hereby given that pursuant to provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, General Circulars No.14/2020 dated 8th April, 2020, and No. 17/2020 dated 13th April, 2020, (including all the amendments and extensions thereto, the latest one being General Circulars No.10/2022 dated 28th December, 2022, and No. 11/2022 dated 28th December, 2022) issued by the Ministry of Corporate Affairs ("MCA Circulars") and other applicable rules/ regulations/ guidelines/ circulars/ notifications [including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force], **PRITI INTERNATIONAL LIMITED** ("Company") is seeking consent of the members of the Company on special businesses set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting ("Remote E-Voting").

The proposed resolutions along with the explanatory statement under Section 102(1) of the Act, forming part of this Notice, stating the material facts and reasons thereof are set out hereafter, for your consideration.

The Board has appointed **FCA Lucky Nanwani (Membership No. 429997), Chartered Accountant in practice, Partner of S B L and Co LLP, Chartered Accountants (FRN: 0010699C/C400032) Jodhpur**, as the Scrutinizer for conducting the postal ballot through the Remote E-Voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and aforementioned MCA Circulars. In accordance with the MCA Circulars, the Notice indicating, inter alia, the process and manner of Remote E-Voting, is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, 16 June, 2023** ("cut-off date") received from the Depositories and whose e-mail address are registered with the Company / Depositories. Accordingly, the Company is pleased to provide Remote E-Voting facility to all its members to cast their votes electronically. The detailed instructions for Remote E-Voting are given in the Notes under the section 'Procedure for e-voting'.



The hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the Remote E-Voting system only.

The Remote E-Voting period commences from **9.00 a.m. (IST) on Tuesday, 20 June, 2023** and ends at **5.00 p.m. (IST) on Wednesday, 19 July, 2023**. The e-voting module shall be disabled thereafter.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him, after the completion of the scrutiny of the votes cast electronically. The result of the postal ballot through Remote E-Voting process shall be announced at the Registered Office of the Company, on or before **Friday, 21 July, 2023**. The result along with the Scrutinizer's report would be displayed at the Registered Office of the Company, intimated to NSDL and National Stock Exchange of India Limited displayed on the Company's website www.pritihome.com along with the Scrutinizer's report.

You are requested to peruse the following proposed Resolutions along with Explanatory Statement provided by the Company and thereafter record your assent or dissent by means of Remote E-Voting system by 5.00 p.m. on **Wednesday, 19 July, 2023**. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. **Wednesday, 19 July, 2023**. Further, resolutions passed by the members through E-voting are deemed to have been passed effectively at a general meeting.



RESOLUTIONS THROUGH POSTAL BALLOT

Item No 1: Variation in the objects mentioned in the prospectus dated May 31, 2018, for utilization of issue proceeds.

In this regard, to consider, and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and Section 27 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Regulation 59, Schedule XX and any other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members of the Company be and is hereby accorded for, variation in spending of amount raised by way of Initial Public Offering (“IPO”) of INR 30,05,000 and subsequent transfer of the said amount from “*Issue Related Expenses*” in the prospectus dated May 31, 2018 (“Prospectus”) filed with the Registrar of Companies, Jaipur for IPO into “*Funding the working capital requirements of our Company*”, in the manner provided in Explanatory Statement, without providing any exit opportunity to dissenting shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do and perform all such acts, deeds, matters and things, as it may in its sole and absolute discretion considered necessary, desirable or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board of Directors in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”



Item No 2: Re-appointment of Mr. Goverdhan Das Lohiya (DIN: 07787326) as Whole Time Director of the Company

In this regard, to consider, and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, Regulation 17 and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and on the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Goverdhan Das Lohiya (DIN: 07787326), whose current term as Whole Time Director of the Company is due to expire on December 30, 2023, as Whole Time Director of the Company, *and who has attained age of Seventy years*, for a period of five (5) years, liable to retire by rotation, with effect from December 31, 2023 up to December 30, 2028, on such terms and conditions, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of SEBI Listing Regulations and Section 197 and Schedule V of the Act and Rules made thereunder, and all other provisions of the SEBI Listing Regulations and the Act, approval of the members of the Company be and is hereby accorded to payment of remuneration to Mr. Goverdhan Das Lohiya notwithstanding that the total remuneration payable to all the Executive Directors, who are promoters or members of the promoter group exceed 5% of net profits of the Company or that the total remuneration payable to Mr. Goverdhan Das Lohiya exceed 5% of net profits of the Company or that the total remuneration payable to all the Directors of the Company exceed 11% of net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any committee of the Board) be and is hereby authorized to determine, vary, alter, enhance or widen the scope of and modify the terms and conditions of the said re-appointment and/ or his remuneration and/or any other term in his agreement/ appointment letter with the Company during his tenure, as may be agreed to between the Board and Mr. Goverdhan Das Lohiya, without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do and perform all such acts, deeds, matters and things, as it may in its sole and absolute discretion considered necessary, desirable or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company.”



Item No 3: To advance any Loan, give any Guarantee or to provide any Security to Priti Innovations Private Limited under section 185.

In this regard, to consider, and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 185(2) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded to Company, to advance an amount not exceeding Rs. 20 Crores in a financial year, towards any loan including any loan represented by a book debtor give any guarantee or provide any security in connection with any loan taken by M/s Priti Innovations Private Limited, a private company having common directors, in one or more tranches, on the condition that the said funds will only be utilized by the borrowing company for the purpose of its principal business activities and on the terms and conditions as provided in Explanatory Statement.

RESOLVED FURTHER THAT total amount of Loan, Guarantee, or Security, as mentioned above, should not exceed 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, as provided in Section 186.

RESOLVED FURTHER THAT the Board of Directors of the Company (Including Audit committee of the Board of Directors) be and is hereby authorized to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, for and on behalf of the Company and to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do and perform all such acts, deeds, matters and things, as it may in its sole and absolute discretion considered necessary, desirable or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By order of the Board of Directors
For Priti International Limited**

**Sd/-
Rashi Shrimal
Company Secretary and Compliance Officer
Membership No.: A60070**

**Date: June 14, 2023
Place: Jodhpur**



Explanatory Statement pursuant to Section 102(1), any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), the rules made thereunder, as applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and Secretarial Standards on General Meetings (SS-2)

Item No 1: Variation in the objects mentioned in the prospectus dated May 31, 2018, for utilization of issue proceeds

The Company vide its prospectus dated May 31, 2018 made the public issue of 7,00,800 Equity shares of the Company at a price of INR 75/- per share (“Issue”). The Equity shares of the Company were listed on Emerge Platform National Stock Exchange of India Limited.

The Company raised a total of INR 5,25,60,000/- through the Public Issue (“Issue Proceeds”).

The stated Objects of the Issue were as follows:

Original Object	Original Allocation (INR Lakhs)
Purchase of Plant & Machinery and related civil work	70.00
Funding the working capital requirements	285.00
General Corporate Purposes	90.55
Issue related expenses	80.05
Total	525.60



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As on March 31, 2023 the Utilization of Issue proceed was as follows:

Original Object	Modified Object if any	Original Allocation (INR Lakhs)	Modified allocation if any	Funds Utilised	Amount of Deviation/Variation for the quarter according to applicable object	Remarks if any
Purchase of Plant & Machinery and related civil work	NA	70.00	-	70.00	-	-
Funding the Working Capital Requirements	NA	285.00	-	285.00	-	-
General Corporate Purposes	NA	90.55	-	90.55	-	-
Issue related expenses	NA	80.05	-	50.00	-	-
Total		525.60	-	495.55		

The Company has achieved a total of **94.28%** of proposed objects as stated in the prospectus.

As on March 31, 2023, the Company has a total unutilized amount of INR 30,05,000/- out of the issue proceeds ("Unutilized Amount").

The Company wishes to utilize the Unutilized Amount related to "Issue related expenses" for "Funding the working capital requirements of the Company".



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The details required to be provided in terms of Rule 7 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 is as follows:

Particulars	Details
Original Purpose or Object of the Issue	The Original Objects to the Issue were: 1. Purchase of Plant & Machinery and related civil work 2. Funding the working capital requirements 3. General Corporate Purposes 4. Issue related expenses
Total Money Raised	INR 5,25,60,000/-
Money Utilised for the Objects of the Company stated in the Prospectus	INR 4,95,55,000/-
Extent of achievement of Proposed Objects	Although the Company has achieved 100% of the Objects stated in the Prospectus; the money utilized by the Company is 94.28% of the total amount raised by way of IPO. The Unutilized Amount pertains to "Issue Related Expenses"
Unutilised Amount out of the money so raised through Prospectus	INR 30,05,000/-
Particulars of the proposed Variation	Transfer of the Unutilized Amount of INR 30,05,000/-, out of the total Issue Proceeds, from "Issue Related Expenses" to "Funding the working capital requirements" as provided in Prospectus dated May 31, 2018. Thus, resulting in deviation of the original objects for which fund was raised.
Reason and Justification for seeking Variation	The Unutilized Amount pertains to "Issue Related Expenses". The amount itself was not considered as a part of net issue proceeds , as stated in prospectus. The Company spent INR 50,00,000/- out of the total amount earmarked for the Issue Related Expenses. The remaining amount is with the company and held in a Fixed Deposit with a Schedule Commercial Bank, as there will be no other expenses related to IPO by the Company. The said amount may be utilized by the



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	<p>Company in its day-to-day, working capital requirements.</p> <p>Further, this is to confirm that the Company will not use any amount raised by it through prospectus for buying, trading or otherwise dealing in equity shares of any other listed company.</p>
Proposed Time limit within which the proposed Varied Objects would be achieved	The Company will achieve its deviated objects by the end of Financial Year 2024 i.e. before March 31, 2024
Risk Factors pertaining to the new Objects	There is no major Risk associated with the deviated objects.
The Estimated Financial Impact of the proposed alteration on the Earnings and Cash Flow of the Company.	The said alteration shall not have any major Financial Impact on the Earning and Cash Flow of the Company.
Other Relevant Information	Since, the Company has utilized more than 75% of the amount raised by way of IPO, the Company is not under an obligation to provide Exit Opportunity to dissenting Shareholders in terms of Schedule XX of SEBI ICDR Regulations.

The intention of the Board and the Company is to enhance shareholder value by utilizing the issue proceeds adequately and appropriately which will lead to increased profitability without compromise on services being rendered by the Company.

Based on the recommendation of Audit Committee, the Board of Directors has approved the above proposal, unanimously, at their meeting held on June 14, 2023 and accordingly, the Board recommends the Special Resolution as set out in Resolution No. 1 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Resolution No. 1 of this Notice.



Item No 2: Re-appointment of Mr. Goverdhan Das Lohiya (DIN: 07787326) as Whole Time Director of the Company

Mr. Goverdhan Das Lohiya is Promoter and Whole Time Director of the Company and has been associated since inception. He was named as first director of the Company in its charter documents. He was appointed as Whole Time Director of the Company in the Annual General Meeting of the Company held on December 31, 2018, for a period of five years.

He has completed his Bachelor of Commerce from Jodhpur University. He has an experience of more than four decades in various businesses out of which more than a decade's experience in the handicraft industry. He has been instrumental in formulating the business strategies of Priti International Limited and for the overall decision making with his expertise in the field

Mr. Goverdhan Das Lohiya is having nature of expertise in functional areas related to handicraft industries, Chemical industries and allied industries. Further he is having Business and General Management expertise and experience of over three decades. His expertise in the field brings innovations and caters the drive to work at the fullest.

Mr. Goverdhan Das Lohiya was re-appointed as Whole Time Director of the Company by the Board of the Company in its meeting held on June 14, 2023, based on recommendation of Nomination and Remuneration Committee, for a further period of five years subject to approval by the members of the Company.

The Terms and Conditions of appointment along with Remuneration to be paid are as follows:

Gross Salary: Rs. 3 Lakh Per Month w.e.f. January 01, 2024 and with annual Increase of 10% (Revision in salary may be done by the Board upon the recommendation of Nomination and Remuneration Committee subject to requisite approvals from time-to-time).

Perquisites:

Provident fund and superannuation:

- A. Company's contribution towards provident fund as per rules of the company, but not exceeding 12% of salary and Company's contribution towards superannuation fund which shall not, together with the Company's contribution to provident fund, exceed 12%.
- B. Gratuity payable at the rate of half month's salary for each completed year of service with a service of six months or more being treated as a full year.
- C. Encashment of leave at the end of tenure

Other perquisites as provided below:

- I. *Car with driver.* The Director will be provided with a car and driver for use of Company's business. The use of car for private purpose will be billed by the Company or in case, the Director uses his own vehicle, the company will make reimbursements to him in addition to the above payments.



- II. The Company shall reimburse actual entertainment and traveling expenses incurred by the Director in connection with the Company's business.

Mr. Goverdhan Das Lohiya shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not form part of his remuneration.

The terms and conditions and remuneration as set above may be treated as a written memorandum setting out its terms of appointment pursuant to Section 190 of the Companies Act, 2013.

The Company has received, inter alia,

- Consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mr. Goverdhan Das Lohiya to the effect that he is not disqualified in accordance with Section 164(1) or 164(2) of the Act;
- Declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and
- A notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Goverdhan Das Lohiya as a Whole Time Director of the Company.

The provisions of Regulation 17(6)(e) of the SEBI Listing Regulations states as follows:

(e) The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or*
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:*

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

Explanation: For the purposes of this clause, net profits shall be calculated as per section 198 of the Companies Act, 2013.

Further, the provisions of Section 197 of the Act states as follows:



(1) The total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent. of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits:

Provided that the company in general meeting may, authorise the payment of remuneration exceeding eleven per cent. of the net profits of the company, subject to the provisions of Schedule V:

Provided further that, except with the approval of the company in general meeting by a special resolution, —

(i) the remuneration payable to anyone managing director; or whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent. of the net profits to all such directors and manager taken together;

(ii) the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed, —

(A) one per cent. of the net profits of the company, if there is a managing or whole-time director or manager;

(B) three per cent. of the net profits in any other case

The Company also seeks approval of the members of the Company for payment of remuneration to Mr. Goverdhan Das Lohiya notwithstanding that total remuneration payable to him together with all other Executive Directors of the Company, who are Promoters and members of Promoter group, exceeds 5% of net profits of the Company (under Regulation 17(6)(e) of SEBI Listing Regulations) or that the total remuneration payable to him exceed 5% of net profits of the Company or that the total remuneration payable to all the directors of the Company exceed 11% of net profits of the Company (under Section 197 of the Act).

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has approved the above proposal at their meeting held on June 14, 2023, after considering the valuable contributions of Mr. Goverdhan Das Lohiya in the growth of the Company.

The above approval shall be valid from December 31, 2023, till December 30, 2028, i.e., till the end of tenure of Mr. Goverdhan Das Lohiya as Whole Time Director.

Further, approval of the Members by way of Special Resolution is also sought under Section 196 of the Act, as Mr. Goverdhan Das Lohiya has attained the age of Seventy years. In the opinion of the Board, the services of Mr. Goverdhan Das Lohiya should be made available to



the Company for the benefits of the Company, as his knowledge of various aspects relating to the Company's affairs and long business experience, and smooth and efficient running of the business, would result in effective and efficient management of the business and Company.

Other than Mr. Goverdhan Das Lohiya and his relatives, if any, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in Resolution No. 2 of this Notice.

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and Performance Evaluation done as per Nomination and Remuneration Policy of the Company, propose the re appointment of Mr. Goverdhan Das Lohiya as Whole Time Director of the Company and recommend the Special Resolution as set out in Resolution No. 2 of the Notice for approval of the Members.

Details of Mr. Goverdhan Das Lohiya required to be disclosed pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India is as follows:

Sr. No.	Particulars	Details
1.	Director Identification Number (DIN)	07787326
2.	Date of Birth (Age)	May 17, 1948 (75)
3.	Date of first Appointment	June 30, 2017
4.	Brief Resume of the Director	Please refer Explanatory Statement to the Resolution No. 2 above
5.	Experience/Expertise in specific functional areas	Handicraft sector, Accounting and Finance
6.	Qualifications	Bachelor of Science
7.	No. of Shares held in the Company	6,13,953 (5.28%) Including shares held by Goverdhan Das Lohiya HUF
8.	Relationships between Directors and Key Managerial Personnel inter-se	Mr. Goverdhan Das Lohiya is Promoter of the Company. He is Spouse of Mrs. Leela Lohiya and Father of Mr. Ritesh Lohiya and Father-in-law of Mrs. Priti Lohiya.
9.	Terms and Conditions of appointment	Please refer Explanatory Statement to the Resolution No. 2 above
10.	Directorships held in other companies (excluding foreign companies) as on date of this Postal Ballot Notice	1. PRITI INNOVATIONS PRIVATE LIMITED



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11.	Listed entities from which the person has resigned in the past three years	Nil
12.	Position held in mandatory Committees of other companies.	Nil
13.	Details of Remuneration sought to be paid	Please refer Explanatory Statement to the Resolution No. 2 above
14.	Remuneration paid during FY 2022-23	25.20 Lacs
15.	Number of meetings of the Board attended during FY 2022-23	14



Item No 3: To advance any Loan, give any Guarantee or to provide any Security to Priti Innovations Private Limited under section 185.

Pursuant to Provisions of Section 185(2) of the Companies Act, 2013, A company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that same is approved by way of Special Resolution in the General Meeting of the Members and the said funds are utilised by the borrowing company for its principal business activities.

The Company is proposing, in its ordinary course of business, to advance funds to M/s. Priti Innovations Private Limited, which is a Private Company having common directors. The said advances will be made with a view to staggered increase in the group exposure, thereby to increase the value of the Group by Synergy effect.

The said loan will be utilized by Priti Innovations Private Limited in its principal business activities.

Further, the said loans will be provided by the Company, out of its internal accruals and at arm's length basis.

The Board of Directors of the Company, at its meetings held on June 14, 2023, on the approval and recommendation of the Audit Committee and subject to approval of the members, approved the above proposals to advance an amount not exceeding Rs. 20 Crores in a financial year, towards any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by M/s Priti Innovations Private Limited.

Save and except those Directors and Key Managerial Personnel who are promoter and members of promoter group, and their relatives, if any, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Resolution No. 3 of this Notice.



Notes:

- I. The explanatory statement pursuant to Section 102(1), any other applicable provisions of the Act, the rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.
- II. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, 16 June, 2023** ("cut-off date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
- III. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL"), the agency to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
- IV. This Postal Ballot Notice will also be available on the Company's website at www.pritihome.com, website of the National Stock Exchange of India Limited at www.nseindia.com, and on the website of NSDL at www.nsdl.com.
- V. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date will be considered for the purpose of e-voting.
- VI. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
- VII. The Remote E-Voting period commences from **9.00 a.m. (IST) on Tuesday, 20 June, 2023** and ends at **5.00 p.m. (IST) on Wednesday, 19 July, 2023**. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after **Wednesday, 19 July, 2023** (5:00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
- VIII. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. **Wednesday, 19 July, 2023**.
- IX. The Scrutinizer will submit his report to the Chairman or a person authorized by him, after the completion of scrutiny, and the result of the voting by postal ballot will be announced on or before **Friday, 21 July, 2023** at the Registered Office of the Company. The result would be displayed at the Registered Office of the Company, intimated to the NSDL and Stock Exchanges where the Company's securities are listed, and displayed on the Company's website www.pritihome.com along with the Scrutinizer's report.



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- X. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to cs.pritiinternationalltd@gmail.com mentioning their Name, Client ID and DP ID.
- XI. In case any member is having any query or grievance related to the Postal Ballot and E-Voting process, Members may contact Ms. Rashi Shrimal, Company Secretary and Compliance Officer, by way of e-mail id on cs.pritiinternationalltd@gmail.com by mentioning his/her Folio / DP ID and Client ID No. or by way of call on 0291-2435699



PROCEDURE FOR 'E-VOTING':

1. E-VOTING FACILITY:

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with SEBI circular dated December 9, 2020, the Company is providing e-voting facility of NSDL to its members to exercise their right to vote on the proposed resolution by electronic means
- ii. The e-voting facility is available at the link – www.evoting.nsdl.com. The e-voting event number (EVEN) and the period of e-voting are set out below:

EVEN	Commencement of E-voting	End of E-voting
124187	Tuesday, 20 June, 2023 (9:00 AM IST)	Wednesday, 19 July, 2023 (5:00 PM IST)

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

- iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow



2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

A) LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility</p> <p>If you are registered, follow the following steps:</p> <ol style="list-style-type: none">1. Visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile.2. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section3. A new screen will open. You will now have to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services.4. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page.5. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to NSDL e-voting website of NSDL for casting your vote during the remote e-voting period.



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If you are not registered for IDeAS e-Services follow the following steps:

1. Option to register is available at <https://eservices.nsdl.com>.
2. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Please follow steps given in points 1-5 above

B. E-voting website of NSDL

1. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. After successful authentication, you will be redirected to NSDL site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play





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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <ol style="list-style-type: none">1. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none">1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.2. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.3. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are as under:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

Step 1: How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Log-in” which is available under “Shareholders” section.
3. A new screen will open. You will have to enter your user ID, your password and a verification code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS log-in. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a. For Members who hold shares in demat account with NSDL	8 character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b. For Members who hold shares in demat account with CDSL.	16 digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your User ID is 12*****
c. For Members holding shares in Physical Form	EVEN number followed by folio number registered with the Company. For example: if Folio Number is A01*** and EVEN is 124187 then User ID is 124187A01***

5. Instructions for retrieving password:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need your “initial password”. Details of “initial password” are given in Point c (i) and (ii) below. Once you have your “initial password”, you need to enter the “initial password” on the log-in page and the system will force you to change your password.
- How to retrieve your ‘initial password’?
If your email ID is registered in your demat account or with the Company, your “initial password” must have been communicated to you on your email ID. Trace the email sent to you by NSDL in your mailbox. Open the email and the attachment which is a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your “User ID” and your “initial password”.
If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered



6. If you are unable to retrieve or have not received your “initial password” or have forgotten your password:
 - a. If you are holding shares in your demat account with NSDL or CDSL, click on “Forgot User Details/Password” option available on www.evoting.nsdl.com
 - b. If you are holding shares in physical mode, click on “Physical User Reset Password” option available on www.evoting.nsdl.com
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering the password, click on “Agree to Terms and Conditions” by selecting on the check box.
8. Now you will have to click on “Log-in” button.
9. After you click on “Log-in” button, home page of e-voting will open.

Step 2: How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies' “EVEN” (E-Voting Event Number) in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of “**Priti International Limited**”. The Cast Vote page will open.
4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting your favoured option i.e. assent/dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote



General Guidelines for Members

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/JPG format) of the relevant board resolution/authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Lucky@casbl.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Log-in to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the “downloads” section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or e-mail your query to Mr. Abhijeet Gunjal at evoting@nsdl.co.in.



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C) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs.pritiinternationalltd@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs.pritiinternationalltd@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

Process for registration of e-mail address for obtaining Notice:

- (i) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at cs.pritiinternationalltd@gmail.com or at RTA's e-mail address at investor@bigshareonline.com.
- (ii) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.